

LOYALTY ASSOCIATES, LC
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November 29, 2005

BY HAND DELIVERY

Scott K. York, Chairman
Loudoun County Board of Supervisors
1 Harrison Street, S.E., 5th Floor
P. O. Box 7000
Leesburg, Virginia 20177-7000

Re: **Kirkpatrick West; ZMAP 2002-0001**

Dear Chairman York:

This letter is submitted as clarification of the Kirkpatrick West Proffer Statement, dated October 26, 2005 (the "Proffer Statement"). Unless clarified below, all other provisions in the Proffer Statement remain unchanged and in full force and effect.

For the purposes of this letter of clarification, the term "Owner" refers to Loyalty Associates, LC, the undersigned current property owner, as well as their successors and assigns. The Owner hereby clarifies and amends the Proffer Statement as follows:

1. **Substantial Conformity.** Proffer I.A. is hereby clarified and amended by deleting the existing language of Proffer I.A. and insertion of the following in its place:
 - A. **Substantial Conformity.** The Property shall be developed in substantial conformity with Sheets 1-9 of the Kirkpatrick West Rezoning Application attached hereto as Exhibit A dated May 2004, revised through November 29, 2005, prepared by Urban Engineering Associates, Inc. (collectively the "Concept Plan"). The Property shall be developed with no more than 373 residential dwelling units, including up to 6.25% affordable dwelling units (ADU's), and consisting of the following mix:
 1. **Market Rate Dwelling Units**
 - 171 single family detached units (maximum)
 - 54 single family attached units (maximum)
 - 122 multi-family units (maximum)
 2. **Affordable Dwelling Units (ADU's)**
 - 12 single family attached (maximum)
 - 12 multi-family units (maximum)

In addition to the twenty-four (24) ADU's required to be provided as indicated above, the Owner agrees to provide two additional single family detached ADU's in excess of the 6.25% provided in the above calculation.

The Owner shall work in cooperation with staff to ensure that the two single family detached units will be priced in accordance with the guidelines set forth by the Affordable Dwelling Unit Advisory Board and shall not exceed a price level which can be afforded by qualifying individuals for the ADU program.

The Property shall also include a retail area and a community recreation area in the areas on the Concept Plan designated as the retail area and the community recreation center, respectively. The retail area, subject to zoning modification approval, shall consist of a maximum of 15% of the total area of the Property and will contain a mixture of retail and service uses, in accordance with the Retail and Service Use provisions of the PD-H3 Zoning District, and shall be administered pursuant to the PD-CC-CC zoning regulations. Active recreation uses including a community building, swimming pool, play area and tennis courts shall be located in the community recreation area and in other areas indicated on the Concept Plan.

2. **Public Site Conveyance.** Proffer V.B.3. is hereby clarified and amended by deleting the existing language of Proffer V.B.3. and insertion of the following in its place:
3. The Owner shall convey to the County the 15.29 acre public use area for recreational uses located in Land Bay "C". The Owner shall construct to County standards one soccer field (without lights) and the parking area as shown in Land Bay C of the Concept Plan. At the County's sole discretion, the County may locate a maximum 5-acre fire & rescue and/or public safety site on the north side of the internal site road in Land Bay C. Construction of the active recreation facilities in Land Bay C and the conveyance of such facilities to the County, shall be completed prior to the issuance the zoning permit for the 350th residential unit.

In addition, prior to the issuance of the zoning permit for the 350th residential unit, the Owner shall pay to the County a contribution in the amount of TWO-HUNDRED THOUSAND AND 00/100 (\$200,000) to be used for site development costs associated with the fire and rescue and/or public safety site or other public use on this site. The amount of this contribution shall escalate in accordance with the Consumer Price Index from the base year of 2005. This contribution shall be credited against the capital facilities payment in Proffer V.A.

Sanitary Sewer and Water will be extended to the site boundary no later than the issuance of the zoning permit for the 350th residential unit.

[SIGNATURE ON FOLLOWING PAGE]

The Owner warrants that it owns all interest in the Property, as defined in the Proffer Statement, that it has full authority to bind the Property to these conditions, that no signature from any third party is necessary for these conditions to be binding and enforceable in accordance with their terms, that the undersigned is fully authorized to sign the letter of clarification on behalf of the Owner, and that the conditions contained in the letter of clarification are entered into voluntarily.

LOYALTY ASSOCIATES, LC

By: _____ (SEAL)
Name: _____
Title: _____

COMMONWEALTH OF VIRGINIA

CITY/COUNTY OF _____, to-wit:

Before the undersigned, a Notary Public in and for the aforementioned jurisdiction, personally appeared _____, as _____ of Loyalty Associates, LC, who acknowledged that he executed the foregoing Proffers with the full power and authority to do so.

IN WITNESS WHEREOF, I have affixed my hand and seal this _____ day of _____, 2005.

Notary Public

My Commission Expires: _____